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Attorneys for Defendant  
WAL-MART STORES, INC.

UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA

SKILSTAF, INC., on behalf of itself and all  
others similarly situated,

Plaintiff,

v.

CVS CAREMARK, CORP.; LONGS  
DRUG STORE CORPORATION; THE  
KROGER CO.; NEW ALBERTSON'S,  
INC.; RITE AID CORPORATION;  
SAFEWAY, INC.; SUPERVALU, INC.;  
WALGREEN CO.; and WAL-MART  
STORES, INC.

Defendants.

Civil Case No.: CV 09 2514 SI

**REQUEST FOR APPROVAL OF  
WITHDRAWAL AND  
SUBSTITUTION OF COUNSEL  
FOR DEFENDANT WAL-MART  
STORES, INC. AND [PROPOSED]  
ORDER**

Hon. Susan Illston

Complaint Filed: June 5, 2009

Pursuant to Civil L.R. 11-5, defendant Wal-Mart Stores, Inc. hereby provides notice to all parties, and requests that the Court approve the substitution of Steven H. Frankel of the law firm of Sonnenschein Nath & Rosenthal LLP as its attorney of record in place of Sonya D. Winner, Haywood S. Gilliam, Jr., and Bryanne J. Schmitt of the law firm of Covington & Burling LLP, who withdraw as counsel of record for defendant Wal-Mart Stores, Inc.

I am duly admitted to practice in this District pursuant to Civil L.R. 11-1.

Dated: July 23, 2009

SONNENSCHN NATH & ROSENTHAL LLP

By: /s/ Steven H. Frankel  
Steven H. Frankel (SB# 171919)  
Attorneys for Defendant  
Wal-Mart Stores, Inc.

We consent to the above substitution.

Dated: July 23, 2009

COVINGTON & BURLING LLP

By: /s/ Haywood S. Gilliam, Jr.  
Haywood S. Gilliam, Jr. (SB# 172732)

By: /s/ Sonya D. Winner  
Sonya D. Winner (SB# 200348)

By: /s/ Bryanne J. Schmitt  
Bryanne J. Schmitt (SB# 257534)

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**[PROPOSED] ORDER**

PURSUANT TO THE REQUEST, Sonya D. Winner, Haywood S. Gilliam, Jr., and Bryanne J. Schmitt of the law firm of Covington & Burling LLP are permitted to withdraw as counsel of record for defendant Wal-Mart Stores, Inc., and Steven H. Frankel of the law firm of Sonnenschein, Nath & Rosenthal LLP shall be substituted as counsel of record for defendant Wal-Mart Stores, Inc. All future correspondence and materials served as to defendant Wal-Mart Stores, Inc. shall be directed only to Sonnenschein Nath & Rosenthal LLP, and not to Covington & Burling LLP.

IT IS SO ORDERED.

Dated: July \_\_, 2009



Susan Illston  
United States District Judge